

## FIRST UNION RAIL

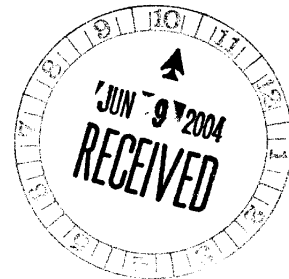
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 21742-M FILED

JUN 09 '04 10-37 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

June 7, 2004

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated March 31, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21742.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Archer Daniels Midland Co.  
4666 Faries Parkway  
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is two hundred eleven (211) 5150 cu. ft. covered hopper cars, with NDYX and FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(ADM042)

RECORDATION NO. 21742-M FILED

ASSGN. NO.: ADM042

JUN 09 '04 10:37 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31<sup>st</sup> day of March, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 50 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2004 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

By: Georgia Freiburger

Name: GEORGIA FREIBURGER

Title: MGR. OF DOCUMENTATION Executed on this 31<sup>st</sup> day of March, 2004

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K.A. Dombrowski, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

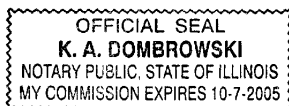
WITNESS my hand and official stamp or seal, this 31<sup>st</sup> day of March, 2004.

K.A. Dombrowski  
Notary Public

My Commission Expires:

10-7-2005

(Notary Public)



**LESSEE:**

ARCHER DANIELS MIDLAND COMPANY

By: \_\_\_\_\_

Name: Randy Neumayer

Title: Sr. U.P. Transportation

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

I, Rebecca Ann Voigt, a Notary Public of the County and State aforesaid, certify that Randy Neumayer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of March, 2007.

Rebecca Ann Voigt  
Notary Public

Commission Expires:

5/8/05  
(Notary Public)



## EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred eleven (211)

DESCRIPTION OF CARS: 5150 cu. ft. unlined covered hopper cars equipped with gravity outlets and trough hatches, 286 GRL

CAR NUMBERS: See below:

NDYX 515006	NDYX 515324	NDYX 515562	NDYX 516408	FURX 840200
NDYX 515007	NDYX 515325	NDYX 515578	NDYX 516411	FURX 840201
NDYX 515010	NDYX 515327	NDYX 515579	NDYX 516412	FURX 840203
NDYX 515014	NDYX 515328	NDYX 515580	NDYX 516414	FURX 840209
NDYX 515017	NDYX 515330	NDYX 515585	NDYX 516415	FURX 840212
NDYX 515057	NDYX 515333	NDYX 515587	NDYX 516418	FURX 840213
NDYX 515064	NDYX 515334	NDYX 515594	NDYX 516419	FURX 840218
NDYX 515074	NDYX 515335	NDYX 515595	NDYX 516421	FURX 840221
NDYX 515075	NDYX 515336	NDYX 515597	NDYX 516424	FURX 840225
NDYX 515077	NDYX 515340	NDYX 515598	NDYX 516426	FURX 840226
NDYX 515079	NDYX 515342	NDYX 515599	NDYX 516427	FURX 840227
NDYX 515082	NDYX 515344	NDYX 515602	NDYX 516428	FURX 840228
NDYX 515088	NDYX 515345	NDYX 515604	NDYX 516430	FURX 840233
NDYX 515094	NDYX 515346	NDYX 515606	NDYX 516431	FURX 840238
NDYX 515100	NDYX 515347	NDYX 515618	NDYX 516434	FURX 840241
NDYX 515115	NDYX 515349	NDYX 515625	NDYX 516436	FURX 840243
NDYX 515116	NDYX 515353	NDYX 515626	NDYX 516437	FURX 840245
NDYX 515126	NDYX 515354	NDYX 515627	NDYX 516438	FURX 840253
NDYX 515135	NDYX 515355	NDYX 515631	NDYX 516439	FURX 840254
NDYX 515138	NDYX 515356	NDYX 515634	NDYX 516440	FURX 840266
NDYX 515144	NDYX 515357	NDYX 515636	NDYX 516442	FURX 840268
NDYX 515151	NDYX 515358	NDYX 515638	NDYX 516443	FURX 840269
NDYX 515160	NDYX 515359	NDYX 515639	NDYX 516444	FURX 840271
NDYX 515164	NDYX 515360	NDYX 515640	NDYX 516445	FURX 840275
NDYX 515195	NDYX 515361	NDYX 515641	NDYX 516446	FURX 840278
NDYX 515199	NDYX 515362	NDYX 515646	NDYX 516449	FURX 840279
NDYX 515207	NDYX 515363	NDYX 515647	NDYX 516500	FURX 840290
NDYX 515225	NDYX 515366	NDYX 515654	NDYX 516501	FURX 840295
NDYX 515261	NDYX 515367	NDYX 515660	NDYX 516511	FURX 840298
NDYX 515268	NDYX 515368	NDYX 515662	NDYX 516513	FURX 840300
NDYX 515274	NDYX 515369	NDYX 515665	NDYX 516517	FURX 840301
NDYX 515286	NDYX 515371	NDYX 515667	NDYX 516519	FURX 840305
NDYX 515304	NDYX 515374	NDYX 515674	NDYX 516520	FURX 840306
NDYX 515305	NDYX 515400	NDYX 515677	NDYX 516522	FURX 840311
NDYX 515307	NDYX 515470	NDYX 515679	NDYX 516527	FURX 840319
NDYX 515311	NDYX 515500	NDYX 515685	NDYX 516530	Count: 211
NDYX 515314	NDYX 515502	NDYX 515686	NDYX 516535	
NDYX 515315	NDYX 515504	NDYX 515687	FURX 840180	
NDYX 515316	NDYX 515522	NDYX 515689	FURX 840181	
NDYX 515317	NDYX 515526	NDYX 515698	FURX 840182	
NDYX 515318	NDYX 515541	NDYX 516395	FURX 840183	
NDYX 515320	NDYX 515542	NDYX 516403	FURX 840184	
NDYX 515321	NDYX 515544	NDYX 516404	FURX 840189	
NDYX 515323	NDYX 515547	NDYX 516405	FURX 840199	